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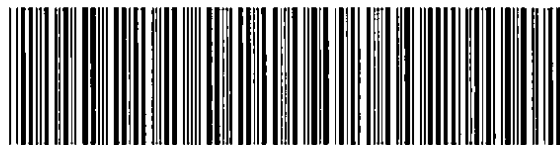
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S TALLENT
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19 MAY 30 AM 9:36
STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

merger

FILE 1ST

FLORIDA RESEARCH & FILING SERVICES, INC.

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TALLAHASSEE, FL 32301

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PLEASE FILE THE ATTACHED MERGER FOR:

NUVELLO HOLDINGS, LLC

PLEASE RETURN A STAMPED COPY

CK# 8242 FOR \$85.00 (\$60.00 for this filing)

THANK YOU!

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2019 MAY 30 AM 10:29

SECRETARY OF STATE

**ARTICLES OF MERGER
FOR
BELLENTIME HOLDINGS CORP.
INTO
NUVELLO HOLDINGS, LLC**

The following Articles of Merger are submitted to merge Bellentime Holdings Corp., a Florida corporation into Nuvello Holdings, LLC, a Florida limited liability company in accordance with Section 605.1025, Florida Statutes.

FIRST: The exact name, form/entity type, and jurisdiction for each **merging party** are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Bellentime Holdings Corp.	Florida	For-Profit corporation P1900023091
Nuvello Holdings, LLC	Florida	Limited liability company L1300000

SECOND: The exact name, form/entity type, and jurisdiction of the **surviving party** is **Nuvello Holdings, LLC**, a Florida limited liability company.

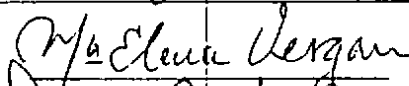
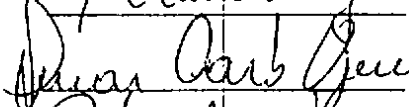
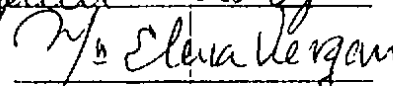
THIRD: The merger was approved by each domestic merging entity that is a limited liability company in accordance with ss.605.1021-605.1026; by each other merging entity in accordance with the laws of its jurisdiction; and by each member of such limited liability company who as a result of the merger will have interest holder liability under s.605.1023(1)(b).

FOURTH: This entity exists before the merger and is a domestic filing entity, the amendment, if any to its public organic record are attached..

FIFTH: This entity agrees to pay any members with appraisal rights the amount, to which members are entitled under ss.605.1006 and 605.1061-605.1072, F.S.

SIXTH: The effective date of the merger is the date this document is filed by the Florida Department of State.

SEVENTH: Signature(s) for each party:

<u>Name of Entity</u>	<u>Signature</u>	<u>Name of Authorized Signatory</u>
Bellentime Holdings Corp.		Maria Elena Vergara, President
Nuvello Holdings, LLC		Juan Carlos Vergara, Manager
		Maria Elena Vergara, Manager

PLAN OF MERGER

FIRST: The exact name, form/entity type, and jurisdiction for each **merging party** are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Bellentime Holdings Corp.	Florida	For-Profit corporation
Nuvello Holdings, LLC	Florida	Limited liability company

SECOND: The exact name, form/entity type, and jurisdiction of the **surviving party** is **Nuvello Holdings, LLC**, a Florida limited liability company (the "LLC").

THIRD: The terms and conditions of the merger are as follows:

1. The consummation of the merger shall have all of the effects set forth in Section 605.1026 of the LLC Act and Section 607.1108 of the Business Corporation Act. In furtherance, and not in limitation, of the foregoing, all of the obligations of Bellentime Holdings Corp. (the "Corporation") as well as all of the rights, privileges and powers of the Corporation, and all property, real, personal and mixed, and all debts due to the Corporation or owed by the Corporation, and all franchises, licenses and permits held by the Corporation, as well as all other things and causes of action belonging to the Corporation, shall remain vested in the LLC and shall be the property of the LLC, and the title to any real property vested by deed or otherwise in the Corporation shall not revert or be in any way impaired by reason of Section 605.1026 of the LLC Act and Section 607.1108 of the Business Corporation Act.

2. The bylaws of the Corporation shall be replaced by and the LLC shall be governed by, the LLC operating agreement.

3. Upon the filing of the Articles of Merger, the directors and officers of the Corporation shall be removed and Juan Carlos Vergara and Maria Elena Vergara shall be the managers of the LLC.

4. This Plan and the transactions contemplated hereby may be terminated by resolution of the Board of Directors of the Corporation at any time prior to the filing of the Articles of Merger in the manner and to the extent provided in the LLC Act and the Business Corporation Act.

5. If this Plan is terminated pursuant to the provisions hereof, this Plan shall become void and of no effect with no liability on the part of any party hereto.

6. This Plan and the transactions contemplated hereby may be amended by resolution of the Board of Directors of the Corporation at any time prior to the Effective Time in the manner and to the extent provided in the LLC Act and the Business Corporation Act.

7. This Plan shall be governed by, enforced under and construed in accordance with the laws of the State of Florida without giving effect to any choice or conflict of law provision or rule thereof.

FOURTH: By virtue of the Merger and without any action on the part of the Corporation, the LLC or any holder thereof, the shares of common stock of the Corporation, issued and outstanding immediately prior to Merger, all of which are held by the sole shareholder of the Corporation, shall be automatically converted into one hundred percent (100%) of the limited liability company interests of the LLC. Immediately prior to the merger, there shall be outstanding no class or series of capital stock of the Corporation other than its common stock.

FIFTH: The name and address of the Managers of Nuvello Holdings, LLC are Juan Carlos Vergara and Maria Elena Vergara, which have a mailing address of 7006 Edgefield Drive, Austin, Texas 78731.